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ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

RECORDATION NO. 21925-A FILED
OCT 21 '04 1:55 PM
SURFACE TRANSPORTATION BOARD

October 21, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease, dated September 30, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease (Schedule No. 15) previously filed with the Board under Recordation Number 21925.

The names and addresses of the parties to the enclosed document are:

Assignor: Winmark Equipment Finance, LLC
(successor in interest to
BancBoston Leasing Inc.)
2 Hampshire Street
Foxboro, MA 02035

Assignee: Winmark Special Finance LLC
c/o Winmark Equipment Finance, LLC
2 Hampshire Street
Foxboro, MA 02035

Mr. Vernon A. Williams
October 21, 2004
Page Two

A description of the railroad equipment covered by the enclosed document is:

EQUIPMENT DESCRIPTION: Thirty one (31) 3,260 Cubic Foot 115 Ton
Twin Covered Hopper Cars, manufactured
by Trinity Industries, Inc., with the following
Running Numbers:

<u>Certificate No. BA</u>	<u>Certificate No. BB</u>	<u>Certificate No. BB</u>
SDWX 10098	SDWX 10131	SDWX 10123
SDWX 10103	SDWX 10132	SDWX 10124
SDWX 10104	SDWX 10133	SDWX 10126
SDWX 10105	SDWX 10134	SDWX 10127
SDWX 10106	SDWX 10135	SDWX 10128
SDWX 10107	SDWX 10136	SDWX 10129
SDWX 10108	SDWX 10137	SDWX 10130
SDWX 10110	SDWX 10138	
SDWX 10112	SDWX 10139	
SDWX 10113		
SDWX 10116		
SDWX 10117		
SDWX 10119		
SDWX 10120		
SDWX 10125		

A short summary of the document to appear in the index follows:

Memorandum of Assignment of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the
Surface Transportation Board covering the required recordation fee and cross indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

21925-A
RECORDED

OCT 21 '04

1-55 PM

MEMORANDUM OF ASSIGNMENT OF LEASE

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment of Lease between Winmark Equipment Finance, LLC (the "Assignor") and Winmark Special Finance, LLC (together with its successors and assigns, the "Assignee") is effective as of September 30, 2004.

1. This instrument relates to that certain Master Lease Finance Agreement dated as of June 13, 1995 (the "Lease Agreement") and the related Equipment Schedule No. 15 dated as of December 9, 1998 ("the "Schedule," which term shall also include any and all riders, addenda and exhibits attached to the Schedule), between BancBoston Leasing Inc., as lessor ("BBL"), and Cemex, Inc., formerly known as Southdown, Inc., as lessee (the "Lessee"), pursuant to which BBL leased to Lessee the railroad equipment identified on Exhibit A attached hereto and made a part hereof, and entitled "Attachment A to Equipment Schedule No. 15" (the "Equipment"). Said Lease Agreement and the Schedule are collectively referred to hereinafter as the "Lease".

2. A Memorandum of Lease with respect to the Lease was recorded with the Surface Transportation Board under Recordation Number 21925.

3. BBL subsequently assigned its interest in the Lease and the Equipment to STI Credit Corporation, which in turn subsequently assigned its interest in the Lease and the Equipment to SunTrust Leasing Corporation ("SunTrust"). Neither of these assignments were reflected in recordings with the Surface Transportation Board.

4. Pursuant to certain agreements dated as of September 30, 2004, SunTrust's interest in the Lease and in the Equipment has been assigned by SunTrust to Assignor (which assignment is also not reflected in recordings with the Surface Transportation Board), which is the sole member of Assignee, and on or about such date, Assignor assigned its interest in the Equipment and the Lease to Assignee. As a result of these assignments, Assignee has acquired all of the rights, title, and interest in and to the Equipment and the Lease of Assignor, SunTrust, STI Credit Corporation and BBL.

5. The addresses of the parties are as follows:

Assignor: Winmark Equipment Finance, LLC, 2 Hampshire Street, Foxboro, Massachusetts 02035, Attention: John F.X. Chipman, President

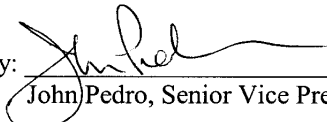
Assignee: Winmark Special Finance, LLC, c/o Winmark Equipment Finance, LLC, 2 Hampshire Street, Foxboro, Massachusetts 02035, Attention: John F.X. Chipman, President

6. The terms and provisions of the Lease and the assignments are more particularly set forth in the Lease Agreement, the Schedules and the assignment agreements and are incorporated herein by reference.

7. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum of Assignment of Lease as of the date first above written.

ASSIGNOR: WINMARK EQUIPMENT FINANCE, LLC

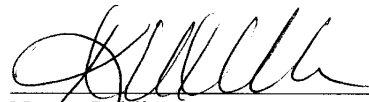
By: 
John Pedro, Senior Vice President

STATE OF RHODE ISLAND

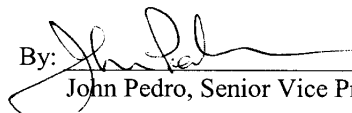
COUNTY OF PROVIDENCE

On October 14, 2004, before me appeared John Pedro, to me personally known, who being by me duly sworn says that he is the Senior Vice President of Winmark Equipment Finance, LLC, and that he executed the foregoing instrument on behalf of said company by authority of its managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

[NOTARIAL SEAL]


Notary Public
My commission expires:
KATHLEEN DICKENSON
Notary Public - Rhode Island
My Commission Expires October 19, 2005

ASSIGNEE: WINMARK SPECIAL FINANCE, LLC

By: 
John Pedro, Senior Vice President

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

On October 14, 2004, before me appeared John Pedro, to me personally known, who being by me duly sworn says that he is the Senior Vice President of Winmark Special Finance, LLC, and that he executed the foregoing instrument on behalf of said company by authority of its managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

[NOTARIAL SEAL]

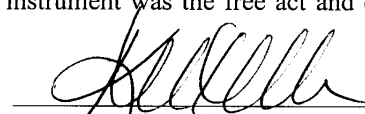

Notary Public
My commission expires:
KATHLEEN DICKENSON
Notary Public - Rhode Island
My Commission Expires October 19, 2005

Exhibit A

ATTACHMENT A
TO
EQUIPMENT SCHEDULE NO. 15

This Attachment A is hereby made a part of Equipment Schedule No. 15 to the Master Lease Finance Agreement dated June 13, 1995 between BANCOSTON LEASING INC. ("Lessor") and SOUTHDOWN, INC.. ("Lessee").
SCH NO. 15

SUPPLIER: Trinity Industries, Inc.
P.O. Box 568887
Dallas, Texas 75356-8887

EQUIPMENT DESCRIPTION: Thirty one (31) 3,260 Cubic Foot 115 Ton
Twin Covered Hopper Cars, manufactured
by Trinity Industries, Inc., with the following
Running Numbers:

<u>Certificate No. BA</u>	<u>Light Weight</u>	<u>Load Limit</u>
SDWX 10098	54700	231300
SDWX 10103	54700	231300
SDWX 10104	54800	231200
SDWX 10105	54500	231500
SDWX 10106	54500	231500
SDWX 10107	54700	231300
SDWX 10108	54800	231200
SDWX 10110	54700	231300
SDWX 10112	54600	231400
SDWX 10113	54800	231200
SDWX 10116	54600	231400
SDWX 10117	54700	231300
SDWX 10119	54600	231400
SDWX 10120	54500	231500
SDWX 10125	54600	231400

<u>Certificate No. BB</u>	<u>Light Weight</u>	<u>Load Limit</u>
SDWX 10123	54300	231700
SDWX 10124	54700	231300
SDWX 10126	54700	231300
SDWX 10127	54500	231500
SDWX 10128	54700	231300
SDWX 10129	54600	231400
SDWX 10130	54700	231300

Certificate No. BBLight WeightLoad Limit

SDWX 10131	54700	231300
SDWX 10132	54000	232000
SDWX 10133	54100	231800
SDWX 10134	54700	231300
SDWX 10135	54300	231700
SDWX 10136	54400	231600
SDWX 10137	54700	231300
SDWX 10138	54500	231500
SDWX 10139	54600	231400

LOCATION OF EQUIPMENT: 1200 Smith Street, Houston, Texas 77002

TOTAL ACQUISITION COST: \$1,545,071.00

Accepted at Boston, Massachusetts
BANCOSTON LEASING INC.

SOUTHDOWN, INC.

By: *Paul E. de Souza*

By: *L. Craig Carlton*

Title: ASSISTANT VICE PRESIDENT

Title: Assistant Treasurer

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